

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re:

Boston Property Exchange Transfer Company, Inc.,
Debtor.

Chapter 11

Case No.: 04-_____ (___)

Re: Docket No.

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**ORDER AUTHORIZING DEBTOR PURSUANT TO 11 U.S.C. § 327(e)
TO RETAIN AXINN, VELTROP & HARKRIDER LLP
AS SPECIAL LITIGATION COUNSEL FOR THE DEBTOR**

Upon consideration of the application (the "Application") of the above-captioned debtor and debtor in possession (the "Debtor"), pursuant to 11 U.S.C. § 327(e), for an order authorizing the Debtor to retain Axinn, Veltrop & Harkrider LLP ("AVH") as its special litigation counsel in this chapter 11 case; and upon consideration of the affidavit attached thereto (the "Affidavit") in support of the Application, wherein it is represented that AVH neither holds nor represents any interest materially adverse to the Debtor with respect to the matters upon which AVH is to be retained, except as disclosed in the Affidavit; and the Court having found that AVH is a "disinterested person" as contemplated under 11 U.S.C. § 327(e); and it appearing that the retention of AVH is in the best interests of the Debtor's estate and its creditors; and it appearing that notice of the Application was adequate and proper; and it appearing that no further notice of the Application is required; and the Court having found that good and sufficient cause exists for granting the Application; it is hereby

ORDERED that the Debtor is authorized, pursuant to 11 U.S.C. § 327(e), to retain AVH as its special litigation counsel in the above-captioned case upon the terms and conditions set forth in the Application and Affidavit; and it is further

ORDERED that all compensation to be paid to AVH for services rendered to the Debtor, and reimbursement of expenses incurred in connection therewith, shall be pursuant to periodic applications to be submitted to and approved by this Court from time to time during the pendency of this case, in accordance with 11 U.S.C. §§ 328, 330, and 331, and the orders of this Court governing such matters.

Dated: _____, 2004
Wilmington, Delaware

UNITED STATES BANKRUPTCY JUDGE